

RAYONIER INC  
Form 8-K  
May 19, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

May 14, 2015

RAYONIER INC.

COMMISSION FILE NUMBER 1-6780

Incorporated in the State of North Carolina

I.R.S. Employer Identification Number 13-2607329

225 Water Street, Suite 1400

Jacksonville, Florida 32202

(Principal Executive Office)

Telephone Number: (904) 357-9100

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2015 Annual Meeting of Shareholders of the Company was held on May 14, 2015 (the “Annual Meeting”). At the Annual Meeting, shareholders of the Company (1) approved all nine of the director nominees for the ensuing year, (2) approved, on an advisory basis, the compensation of the Company’s named executive officers, and (3) ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2015.

The final voting results were as follows:

|   | Votes For   | Votes Against | Abstain | Broker<br>Non-Votes |
|---|-------------|---------------|---------|---------------------|
| Election of Directors, Terms Expire in 2016                       |             |               |         |                     |
| Richard D. Kincaid  | 94,841,176  | 2,905,199     | 166,020 | 19,202,989          |
| John A. Blumberg  | 95,272,039  | 2,473,507     | 166,849 | 19,202,989          |
| Dod A. Fraser   | 95,149,360  | 2,480,718     | 282,317 | 19,202,989          |
| Scott R. Jones  | 95,319,664  | 2,416,053     | 176,678 | 19,202,989          |
| Bernard Lanigan, Jr.  | 96,736,205  | 987,661       | 188,529 | 19,202,989          |
| Blanche L. Lincoln  | 95,129,354  | 2,618,178     | 164,863 | 19,202,989          |
| V. Larkin Martin  | 94,986,761  | 2,390,118     | 535,516 | 19,202,989          |
| David L. Nunes  | 95,206,443  | 2,426,968     | 278,984 | 19,202,989          |
| Andrew G. Wiltshire   | 96,909,018  | 817,379       | 185,998 | 19,202,989          |
|   |             |               |         |                     |
|   | Votes For   | Votes Against | Abstain | Broker<br>Non-Votes |
| Advisory Vote on the Compensation of Our Named Executive Officers | 91,594,812  | 5,820,843     | 496,740 | 19,202,989          |
|   |             |               |         |                     |
|   | Votes For   | Votes Against | Abstain | Broker<br>Non-Votes |
| Ratification of Auditors  | 113,934,662 | 2,385,673     | 795,049 | —                   |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

RAYONIER INC. (Registrant)

BY: /s/ MARK R. BRIDWELL  
Mark R. Bridwell  
Vice President, General Counsel and  
Corporate Secretary

May 19, 2015